

Goetz Fitzpatrick LLP
One Pennsylvania Plaza
44th Floor
New York, New York 10119
Tel. No. (212) 695-8100
Fax No. (212) 629-4013

By: Gary M. Kushner, Esq.

Attorneys for OTR Media Group Inc.

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK

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In re:

Chapter 11

OTR MEDIA GROUP INC.,

Case No. 1-11-47385 (ESS)

Debtor.

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**ORDER GRANTING FIRST INTERIM APPLICATION OF
GOETZ FITZPATRICK LLP FOR ALLOWANCE OF COMPENSATION FOR
PROFESSIONAL SERVICES RENDERED AND FOR REIMBURSEMENT OF
ACTUAL AND NECESSARY EXPENSES INCURRED PURSUANT TO
11 U.S.C. §§ 330 AND 331 AS DEBTOR'S COUNSEL**

UPON the first interim application (the "Application") filed on December 29, 2011 by Goetz Fitzpatrick LLP as chapter 11 counsel for OTR Media Inc., the debtor and debtor-in possession (the "Debtor"), seeking interim allowance of compensation for legal services rendered and the reimbursement of expenses pursuant to sections 330 and 331 of title 11 of the United States Code (the "Bankruptcy Code") and Rule 2016 of the Federal Rules of Bankruptcy Procedure, as supplemented by the Local Bankruptcy Rules; and upon the objection of the United States Trustee dated January 17, 2012 to the relief sought in the Application (the "UST Objection"); and upon the complete record of the hearings held on January 23, 2012 and February 14, 2012; and upon the statement on the record of the February 14, 2012 hearing by the

United States Trustee withdrawing, in part, and reserving, in part, the UST Objection; and it appearing that proper and adequate notice of the Application has been given to all parties in interest and creditors and that no other or further notice is necessary; and good and sufficient cause appearing thereof, it is hereby

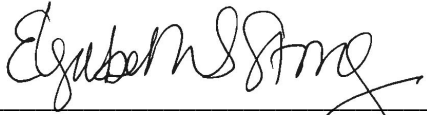
ORDERED, that Goetz Fitzpatrick LLP is granted an allowance of interim fees in the amount of \$91,955.20 which is 80% of the total fees sought in the Application and for reimbursement of expenses in the amount of \$3,769.56 covering the period between August 25, 2011 and November 30, 2011; and it is further

ORDERED, that Goetz Fitzpatrick LLP is hereby authorized to receive the balance of the initial retainer in the amount of \$47,133.00 (the “Initial Retainer”) and apply the Initial Retainer towards the amount of fees awarded herein; and it is further

ORDERED, that after application of the Initial Retainer, the Debtor is hereby authorized and directed to pay Goetz Fitzpatrick LLP the additional amount of \$44,862.20 for fees and \$3,769.56 for reimbursement of expenses.

**Dated: Brooklyn, New York
February 17, 2012**




Elizabeth S. Stong
United States Bankruptcy Judge